

Taylor, Morell & Gitomer

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December 15, 1993

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RECORDATION NO. 17977-21
FILED 1425

Honorable Sidney L. Strickland, Jr. DEC 15 1993 -2 35 PM
Secretary
Interstate Commerce Commission
Washington, DC 20423
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Release of Security Interest in Lease Supplement No. A-4 Under SPTC Trust No. 93-1, a secondary document, executed as of October 28, 1993. The primary document to which this is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-U.

The name and address of the party to Release of Security Interest in Lease Supplement No. A-4 Under SPTC Trust No. 93-1 is:

Lender:

National Westminster Bank USA
175 Water Street
New York, NY 10038

A description of the equipment covered by the document consists of four SD-45-T2 diesel electric locomotives numbered SP 9392, 9395, 9400, and 9401.

A fee of \$18.00 is enclosed. Please return one certified copy to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Release of Security Interest in Lease Supplement No. A-4 Under SPTC Trust No. 93-1 by National Westminster Bank USA,

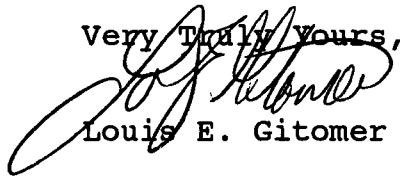
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LICENSING BRANCH

Judith McDonald
C. Anne Engle

Honorable Sidney L. Strickland, Jr.
December 15, 1993
Page 2

175 Water Street, New York, NY 10038, covering four SD-45-T2
diesel electric locomotives numbered SP 9392, 9395, 9400, and
9401.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large initial "L" and "G".

Louis E. Gitomer

Enclosure

RECORDATION NO. 17977-21 FILED 1425

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INTERSTATE COMMERCE COMMISSION

**Release of Security Interest In Lease Supplement No. A-4
Under SPTC Trust No. 93-1**

The undersigned ("Bank") has been advised that Capital Associates International, Inc. ("CAI") intends to purchase the beneficial interest ("Beneficial Interest") of American Finance Group ("AFG") in Lease Supplement No. A-4 under SPTC Trust No. 93-1 relating to the Equipment Lease dated as of March 31 1993, between Southern Pacific Transportation Company, as lessee, and U.S. Trust Company of California, N.A., not in its individual capacity but solely as owner trustee under said Trust, as lessor. The Bank hereby certifies that it is holding Counterpart No. 1 of Lease Supplement No. A-4.

Upon receipt of \$1,464,426.94 from CAI by the Bank on October 29, 1993, the Bank hereby (i) releases, disclaims and waives any interest whatsoever that the Bank has or may have in said Lease Supplement No. A-4, the equipment covered thereby and the Beneficial Interest, (ii) agrees to deliver to CAI promptly Counterpart No. 1 of said Lease Supplement No. A-4, (iii) agrees to deliver to AFG promptly a release of its interest substantially in the form set forth in Exhibit A hereto, and (iv) agrees to execute and deliver such further instruments as may be reasonably requested by CAI at any time hereafter to evidence the intent and purpose of this release

IN WITNESS WHEREOF, the Bank has caused this release to be executed by a duly authorized officer.

NATIONAL WESTMINSTER BANK USA

By *Thomas M. [Signature]*

Title: VICE PRESIDENT


Executed as of October 28, 1993

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 28 day of October, 1993, before me personally appeared HARRIS

MERUS to me personally known, who, being by me duly sworn, did say that he is a Vice President of National Westminster Bank USA: that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

[Seal]


Signature of Notary Public

My Commission Expires: 13-94

ANTHONY J. CANGELOSI
Notary Public, State of New York
No. 01CA0552210
Qualified in Kings County
Commission Expires January 31, 1994

CERTIFICATE OF AUTHENTICITY

I, John F. Olmstead, Sr. Vice President of Capital Associates International, Inc., certify that the documents listed below and attached hereto are true and correct copies of the originally executed documents maintained in the files of Capital Associates International, Inc.

Release of Security Interest in Lease Supplement No. A-4 Under SPTC Trust No. 93-1 executed as of October 28, 1993.

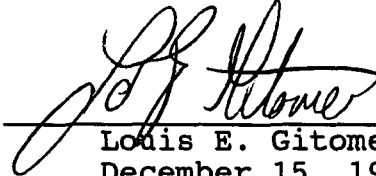
Bill of Sale from American Finance Group to Capital Associates International, Inc. executed as of October 29, 1993.

By: 

John F. Olmstead, Sr. Vice President

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release of Security Interest in Lease Supplement No. A-4 Under SPTC Trust No. 93-1, executed as of October 28, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
December 15, 1993